

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

AUG 22 '06

11-45 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

August 22, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Agreement, dated as of August 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and First Supplement to Memorandum of Lease Agreement previously filed with the Board under Recordation Numbers 23370 and 23370-G, respectively..

The names and addresses of the parties to the enclosed document are:

Assignor: LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Towson, MD 21204

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
MD# 1COM3A
Cincinnati, OH 45263

Mr. Vernon A. Williams
August 22, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 railcars: BRAN 6000 – BRAN 6017, BRAN 6019 – BRAN 6041, BRAN 6043 – BRAN 6051.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" written in a stylized, somewhat abbreviated manner.

Edward M. Luria

RWA/sem
Enclosures

AUG 22 '06

11:45 AM

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of August 10, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and THE FIFTH THIRD LEASING COMPANY, 38 Fountain Square Plaza, MD# 1COM3A, Cincinnati, OH 45263 ("FIFTH THIRD"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Railcar Lease Agreement (the "Lease") dated as of January 2, 2001 by and among LASALLE, as lessor, and Pacer International, Inc., as lessee, for certain railcars identified in the Attachment (the "Railcars") to lessee. A Memorandum of Lease dated as of February 1, 2001 was recorded on February 1, 2001 at the Surface Transportation Board (the "Board") under Recordation No. 23370 and First Supplement to Memorandum of Lease Agreement dated February 26, 2002 was recorded on March 5, 2002 at the Board under Recordation No. 23370-G.

2. LASALLE and FIFTH THIRD have entered a Master Assignment Agreement No. 1 dated as of December 29, 1997, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Railcars.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION

as Assignor

By: 

Name: **TERRI J. PRESTON**

Title: **FIRST VICE PRESIDENT**

THE FIFTH THIRD LEASING
COMPANY

as Assignee

By: 

Name: **EDWARD McELVEEN**

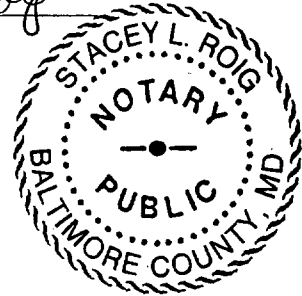
Title: **Vice President**

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this 9th day of August, 2006, before me personally appeared Terri J. Preston, to me personally known, who being by me duly sworn, says that she is the First Vice President, of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and she acknowledged that the execution of the said instrument was his free act and deed.

Stacey L. Roig
NOTARY PUBLIC

My commission expires: 8/4/2009



COMMONWEALTH OF OHIO)
) ss
COUNTY OF Hamilton)

On this 13th day of August, 2006, before me personally appeared Edward McEivren to me personally known, who being by me duly sworn, says that he is the VICE President, of The Fifth Third Leasing Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jill M. Woods
NOTARY PUBLIC
JILL M. WOODS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 06-24-11

My commission expires:

ATTACHMENT

- Fifty – 3 Unit MAXI IV Intermodal Railcars, Car Nos. BRAN 6000 – 6017, 6019 – 6041, 6043 - 6051